

C&C Group plc

Extraordinary General Meeting

Form of Proxy

Note: Please indicate with an 'x' in the boxes below how you wish your votes to be cast. If you do not do so, the proxy will vote or abstain as he/she thinks fit.

Resolutions to be voted on are set out in detail in the Notice of Extraordinary General Meeting.	For	Against	Vote Withheld
(1) To approve the migration of the migrating shares to Euroclear Bank's Central Securities Depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) To amend and adopt the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(3) To authorise the Company to take all actions to implement the migration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<div style="float: right; width: 50%;"> <p>I/We the undersigned being a member/members of the Company HEREBY APPOINT the duly appointed Chairman of the Meeting*</p> <p>or</p> <p>.....</p> <p>as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702, Ireland on 14 January 2021 at 11.00 a.m. and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the resolutions as indicated by an X in the appropriate box.**</p> <p style="font-size: small; margin-top: 20px;">* If it is desired to appoint another person as a proxy, these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted.</p> <p style="font-size: small;">** Unless otherwise directed, and in respect of any other resolution properly moved at the meeting, the proxy may vote, or may abstain from voting, as he/she thinks fit.</p> </div>			

Signature _____ Date _____
 (only one joint holder to sign)

Notes

1. A member entitled to attend, speak and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. In order to retain flexibility given the current situation around COVID-19, it is recommended to appoint the "Chair of the Meeting" as your proxy. A member may appoint more than one proxy to attend and vote at the Extraordinary General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrar, Link Registrars Limited on +353 1553 0050.
2. Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Extraordinary General Meeting and voting in person should he or she wish to do so. However, the Company plans to conduct the EGM in accordance with the Irish Government's COVID-19 related public health measures and public health guidance. Shareholders should therefore expect the EGM to take place under constrained circumstances. The Company will ensure that all legal requirements of the meeting, in accordance with its Articles of Association and the Migration of Participating Securities Act 2019, are satisfied with the minimum necessary quorum of three shareholders (which will be facilitated by the Company) and physical distancing measures will be in place. We ask shareholders to adhere to Irish Government regulations and guidance and vote by proxy on the resolutions set out in the Notice of Meeting. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the COVID-19 related public health measures and advice.
3. To be valid, the Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Link Registrars Limited by post to PO Box 1110, Maynooth, Co. Kildare, Ireland or by hand to Link Registrars Limited, Block C, Maynooth Business Campus, Maynooth, Co. Kildare, W23 F854, Ireland no later than 48 hours before the Extraordinary General Meeting or adjourned Extraordinary General Meeting or, in the case of a poll taken otherwise than at or on the same day as the Extraordinary General Meeting or adjourned Extraordinary General Meeting, at least 48 hours before the taking of the poll at which it is to be used.
4. If this Form of Proxy is given by a body corporate it must be given under its common seal or under the hand of an attorney or officer duly authorised.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders and, for this purpose, seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
6. As an alternative to completing this hard copy Form of Proxy, a member may appoint a proxy electronically by logging onto the website of the registrar, Link Registrars Limited: www.signalshares.com entering the company name, C&C Group plc. You will need to register an account by clicking on "registration section" (if you have not registered previously). Shareholders will need their Shareholder Investor Code (or IVC) as printed on the face of this Form of Proxy. Full details of the procedures are given on the website.
7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service should refer to notes 7, 8, 9 and 10 of the Notice of Extraordinary General Meeting for instructions on how to do so.
8. Only those members registered on the Company's register of members at:
 - 7.00 pm on the day two days before the date of the Extraordinary General Meeting; or
 - if the Extraordinary General Meeting is adjourned, at 7.00 pm on the day two days prior to the adjourned Extraordinary General Meeting, shall be entitled to attend and vote at the Extraordinary General Meeting. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
9. The "Vote Withheld" option is provided to enable you to abstain from the resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against the resolution.